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September 22, 2005

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: *Ex Parte* Submission
MM Docket No. 92-264

Dear Ms. Dortch:

Comcast Corporation ("Comcast"), pursuant to its letter of September 22, 2003, hereby notifies the Commission that it has closed the following transactions:

Acquisitions

(1) Acquisition of a SMATV system in California serving approximately 198 subscribers from Equity Residential on March 18, 2005; (2) acquisition of SMATV systems in Washington State, Oregon, and California serving approximately 482 subscribers from Priority Systems on March 18, 2005; (3) acquisition of SMATV systems in Utah and Colorado serving approximately 302 subscribers from American Entertainment Network on March 30, 2005; (4) acquisition of SMATV systems in Massachusetts and Connecticut serving approximately 483 subscribers from Avalon Collateral, Inc. on May 31, 2005; (5) acquisition of a SMATV system in Pennsylvania serving approximately 77 subscribers from Total Cable, Inc. on May 31, 2005; (6) acquisition of a SMATV system in California serving approximately 403 subscribers from Castle Cable Services, Inc. on June 21, 2005; (7) acquisition of SMATV systems in Texas serving approximately 413 subscribers from Data Cablevision on June 30, 2005; (8) acquisition of SMATV systems in Pennsylvania, Maryland, and Massachusetts serving approximately 1074 subscribers from Solantic Systems on June 30, 2005; and (9) acquisition of a cable system in West Virginia serving approximately 819 subscribers from FinCom Corporation on August 1, 2005.¹

¹ There have been no acquisitions of an MVPD with 25,000 or more subscribers since the March 22, 2005 notification letter.

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Divestiture

Divestiture of SMATV systems in Michigan serving 289 subscribers to Charter Communications on April 13, 2005.

Based on Comcast's second quarter 2005 subscriber numbers, available data for its partnership subscriber numbers, and assuming the most inclusive interpretation of the Commission's attribution rules, after accounting for the above transactions and adjusting for subscriber growth, Comcast estimates that it is attributed with approximately 26,020,171 MVPD subscribers or approximately 27.8 % of all MVPD subscribers.²

Although it is unclear whether Comcast is obligated to notify the Commission of these transactions or their effect on its MVPD subscribers (in light of the D.C. Circuit's decision in *Time Warner Entertainment Co. v. FCC*³), Comcast nonetheless is providing the details of these transactions for the Commission's convenience.

An original and two (2) copies of this letter are submitted herewith in accordance with Section 1.1206(b) of the Commission's rules.

Sincerely,

/s/ Peter H. Feinberg
Peter H. Feinberg

cc: Donna Gregg, Acting Chief, Media Bureau
William H. Johnson, Deputy Chief, Media Bureau

² See Kagan Research LLC, *Kagan Media Index*, Kagan Media Money, Aug. 30, 2005, at 8 (noting that there are approximately 93.5 million MVPD subscribers nationwide, thus $26,020,171 \div 93,500,000 = 27.8\%$.)

³ 240 F.3d 1126 (D.C. Cir. 2001) (vacating the cable horizontal ownership rules).